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# the X-MEN

"THE RETURN OF  
THE BLOB!"

THE SURPRISE  
OF THE YEAR!

IN THIS JAM-PACKED  
ISSUE, YOU WILL MEET...  
the X-MEN'S  
NEW LEADER!



ALSO CO-FEATURING:  
THE EVIL YOU-KNOW-WHO'S

# 3 COMPLETE FISHING OUTFITS NATIONALLY ADVERTISED 1964 MODELS

2 LOADED TACKLE BOXES • 41 DEADLY LURES

**411 Pcs.**

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2 LEAKPROOF FLOATING  
TACKLE BOXES



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**SELECTED FOR YOU BY EXPERTS.** This choice fish-getting tackle, used by experts, contains nationally famous brands. Each item carefully chosen—everything you need for all types of fishing. Deadly lures that are all-time favorites. A veteran angler or an occasional fisherman can be proud of this precision-built kit. You can go fishing at once. Compare! You will not find a bargain like this anywhere.

**LOOK! YOU GET EVERYTHING SHOWN.** Super "88" Spincast Reel • Comet X3C Bait Cast Reel • Argosy Direct Drive Trolling Reel • 5 ft. 2 pc. Fiber Glass Spin Cast Rod • 4 ft. Fiber Glass Bolt Cast Rod • 3½ ft. Fiber Glass Trolling Rod • 9 ft. 3 section Bamboo Pole and 25 ft. Bank Line • 41 proven Deadly Lures • 5 pc. Furnished Line • 2 Floating Tackle Boxes with removable trays • Fish Knife and Sheath • 28 pc. Popping Lure Kit • Dip Net, Stringer, Split Shot, Clincher Sinkers, Snap Swivels, Assorted Hooks, Snelled Hooks, Cork Bobbers, Popper Corks, and complete instructions. 411 pieces in all.

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25 NATURAL BAIT LURES  
SURE SHOT ACTION WITH SHRIMP,  
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**X-MEN**  
THE MOST UNUSUAL  
TEEN-AGERS OF  
ALL TIME...

CO-STARRING  
**MAGNETO**



AND HIS **EVIL  
MUTANTS**

# THE RETURN OF THE **BLOB**



WRITTEN

WITH ALL THE SPELL-BINDING SKILL OF:

**STAN LEE**

DRAWN

WITH ALL THE TITANIC TALENT OF:

**JACK KIRBY**

INKED

WITH ALL THE VIBRANT VERVE OF:

**CHIC STONE**

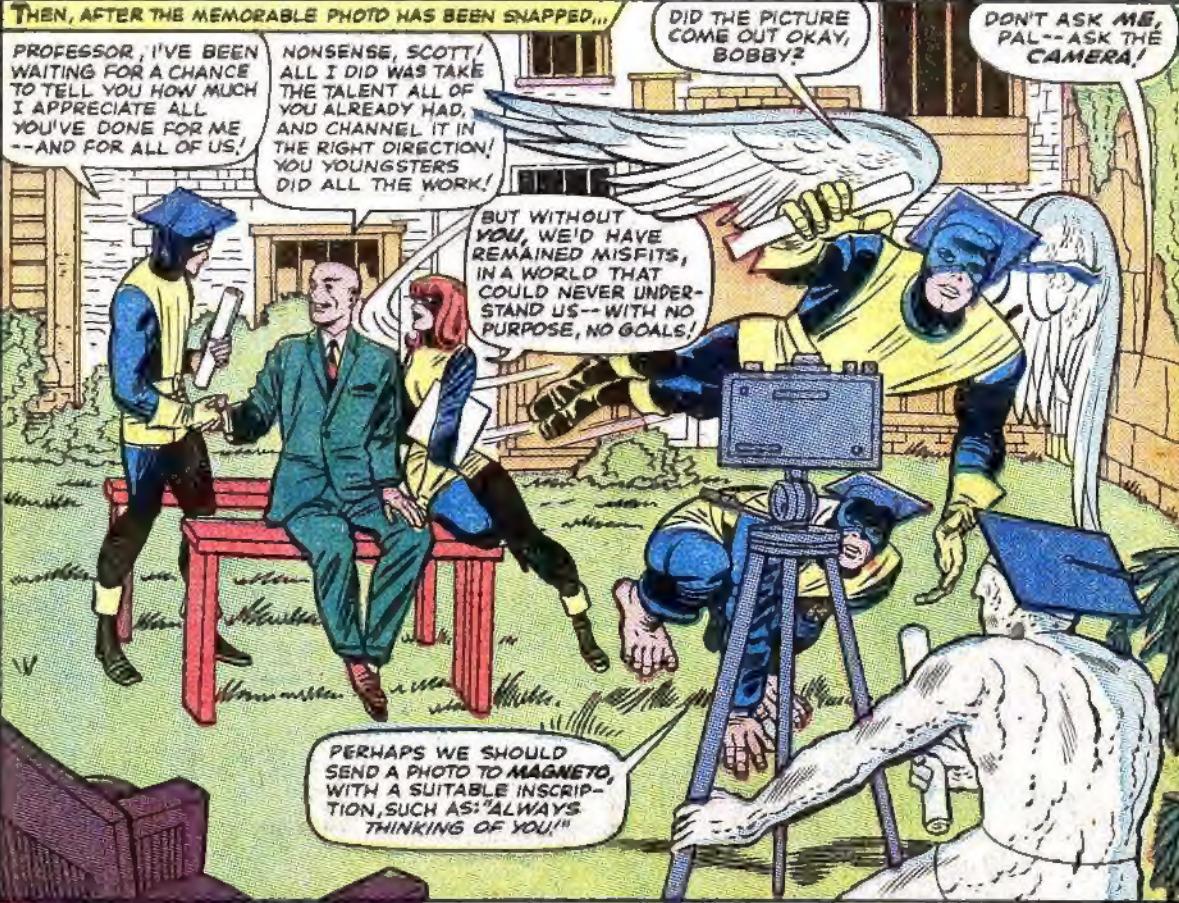
LETTERED

WITH ALL THE WORDS SPELLED RIGHT BY:

**ART SIMEK**



IT'S COME AT LAST! THE MOMENT WE'VE BEEN WAITING FOR! WE ARE LOOKING AT THE UNCANNY X-MEN, ACCOMPANIED BY PROFESSOR XAVIER, AS THEY POSE BEFORE AN AUTOMATIC CAMERA ON THEIR GRADUATION DAY! BUT, PERHAPS THEIR SMILES WOULD NOT COME SO EASILY IF THEY COULD SUSPECT THE INCREDIBLE DANGERS THEY WILL SOON BE FACING!



AND NOW, I SHALL NOT BORE YOU WITH LONG SPEECHES, BUT I MUST TELL YOU THIS--YOU ARE EACH MORE THAN MERE HOMO SAPIENS--YOU ARE THE FORERUNNERS OF HOMO SUPERIOR--SUPERIOR MAN! YOU EACH HAVE A PRICELESS EXTRA MUTANT POWER TO BE USED FOR THE GOOD OF HUMANITY--



AND, YOU MUST STILL KEEP YOUR X-MEN IDENTITIES SECRET, FOR THE WORLD OF ORDINARY HUMANS IS NOT YET READY TO ACCEPT YOU-- WHILE MAGNETO AND HIS BAND OF EVIL MUTANTS STILL SEEK TO DESTROY YOU! AND NOW, IT IS TIME FOR ME TO BID YOU FAREWELL--



YES, I HAVE MANY UNFINISHED TASKS WHICH I MUST NOW TURN MY ATTENTION TO! SO, I MUST LEAVE YOU FOR A WHILE! BUT, BEFORE I GO, I SHALL APPOINT ONE OF YOU AS GROUP LEADER, TO ACT IN MY BEHALF TILL I RETURN...



MEANWHILE, IN A LONELY RAMSHACKLE MANSION WHICH STANDS HIGH UPON A WINDY HILL, HALF-HIDDEN AT THE EDGE OF TOWN, ANOTHER CONVERSATION TAKES PLACE...



DON'T FLATTER YOURSELF, MASTERMIND! YOU KNOW I DID NOT COME TO SEE YOU!

WELL, WELL! IF IT ISN'T THE BEAUTIFUL BUT HAUGHTY SCARLET WITCH! TO WHAT DO I OWE THE HONOR OF THIS VISIT?

YOU LIE! YOU HAVE NO REAL POWER--MERELY THE GIFT OF CREATING ILLUSIONS! BUT, I CARE NOT FOR POWER; ONCE I HAVE PAID MY DEBT TO MAGNETO, I HOPE TO LEAVE THIS DREADFUL BAND--TO BE FREE AT LAST!



MAGNETO HAS SUMMONED ME! WHERE IS HE?



HE HASN'T ARRIVED YET! BUT, WHILE WE'RE ALONE, I HAVE SOMETHING TO SAY TO YOU, MY LOVELY ONE!

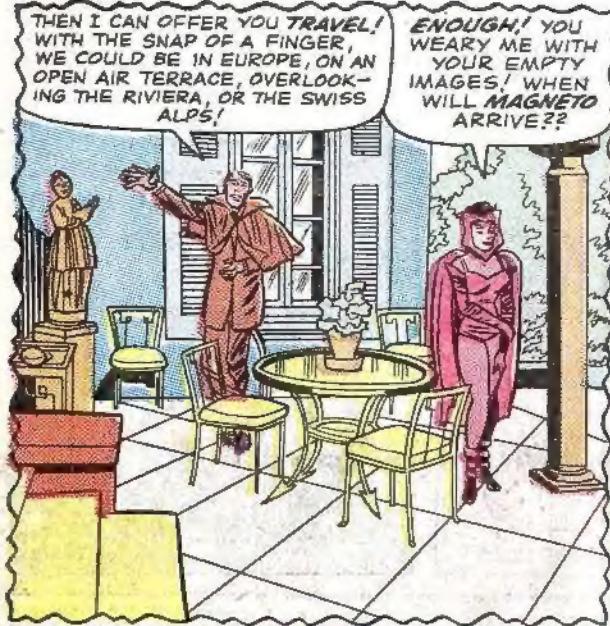
NOTHING YOU CAN SAY WOULD INTEREST ME -- AND YOU KNOW IT!

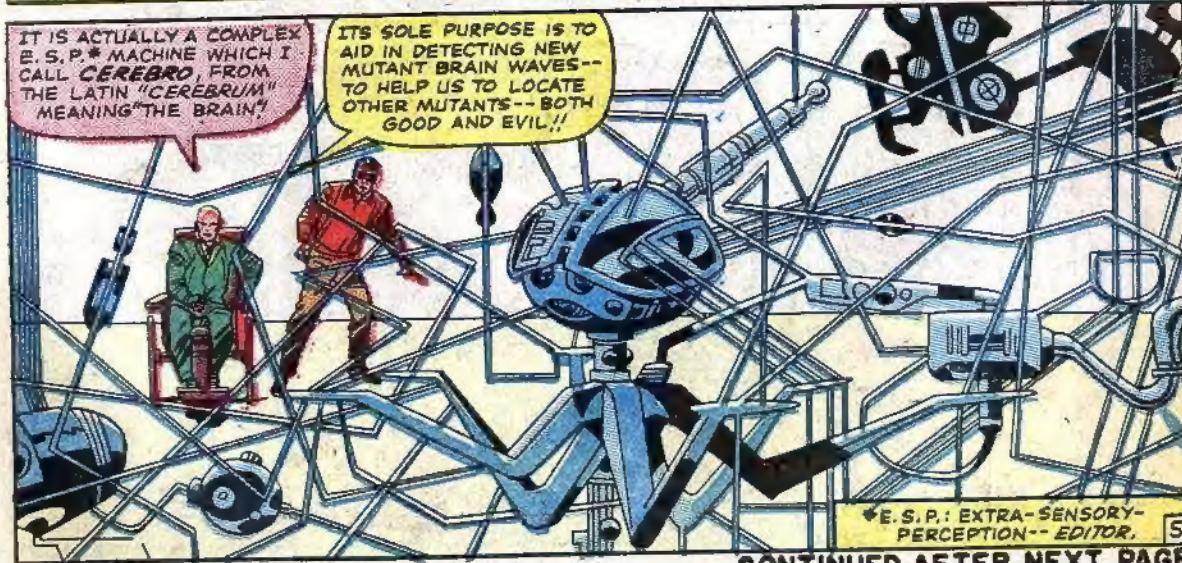
BUT SEE WHAT I COULD DO FOR YOU! AT THE SLIGHTEST GESTURE, I GIVE YOU A PALACE TO RESIDE IN-- I CAN SURROUND YOU WITH LUXURY!

WHAT DOES IT MATTER IF IT IS MERELY AN ILLUSION? IT WILL ALWAYS SEEM REAL TO YOU!



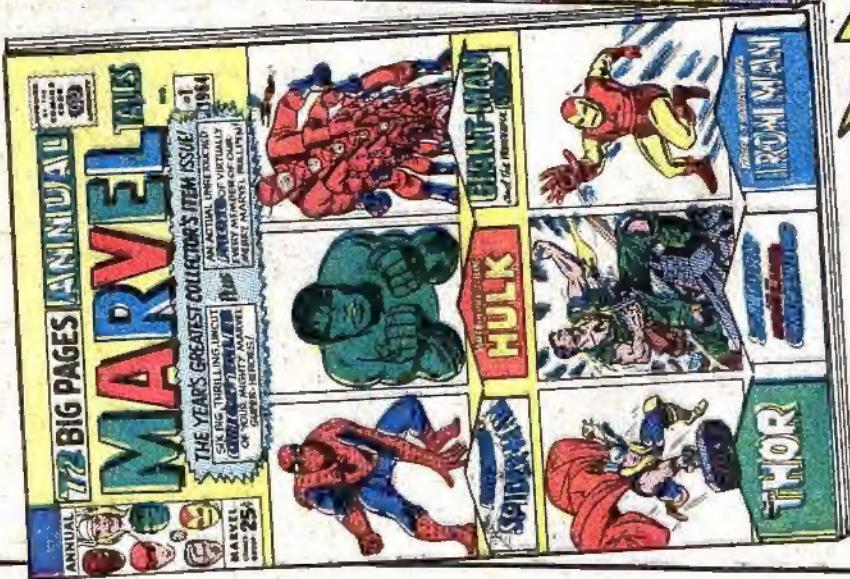
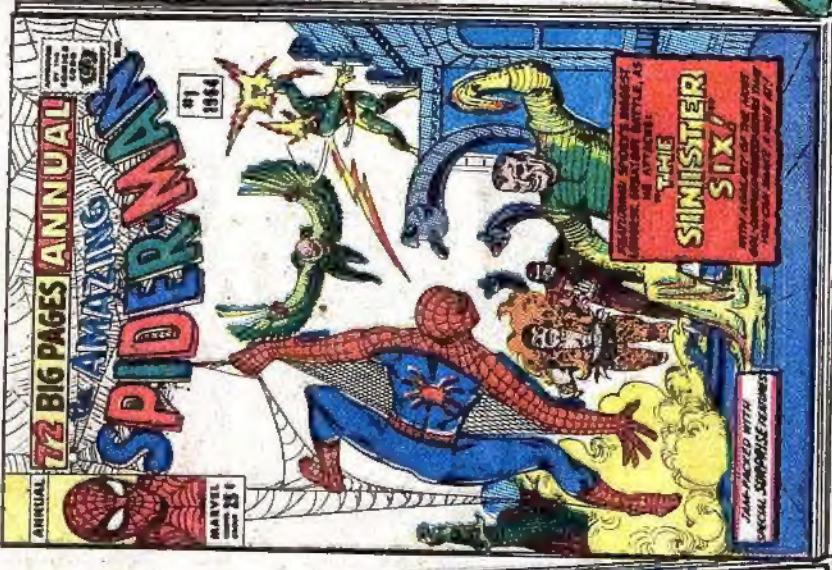
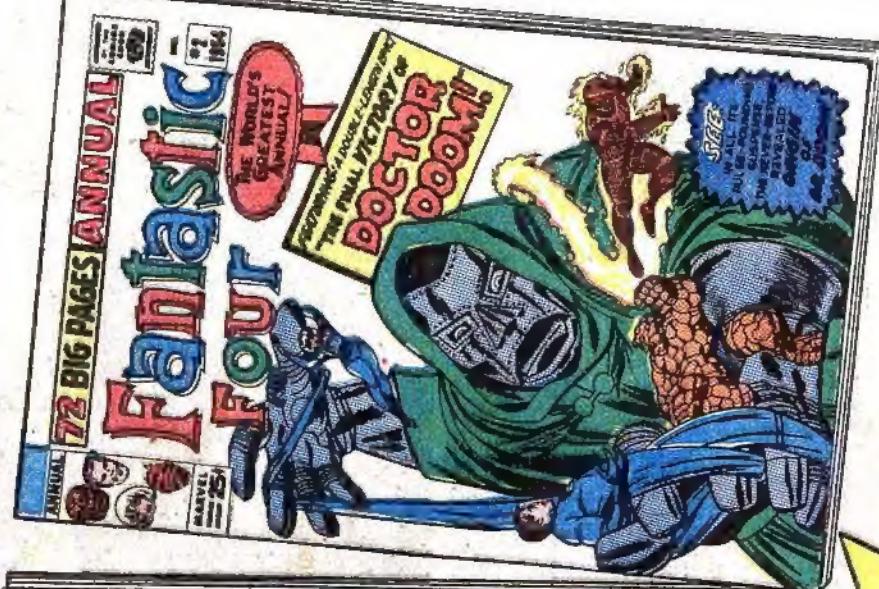
NO! WITH YOU, EVEN A PALACE WOULD SEEM LIKE A HOVEL TO ME!





CONTINUED AFTER NEXT PAGE

# MORE TRIUMPHS FOR MARVEL...!



NOW ON SALE

**BOYS! MEN! I'LL HELP YOU MASTER**

# **YUBIWAZA**

**— says N.J. FLEMING — YUBIWAZA MASTER**

**\* (YUBIWAZA IS THE SECRET, AMAZINGLY EASY ART OF SELF-DEFENSE THAT TURNS JUST ONE FINGER OR YOUR HANDS INTO A POTENT WEAPON OF DEFENSE—WITHOUT ANY BODILY CONTACT...)**

In just 2 hours after you receive "YUBIWAZA" you will be on your way to being an invincible Yubiwaza Master, at home, this Fast, EASY picture way or it costs you nothing.



**WHAT YUBIWAZA CAN DO FOR YOU IN JUST A FEW SECONDS . . .**

11:00 P.M.—You return from dance. Hoodlums throw insulting remarks to your date.

11:00 P.M.—They attack you with fists and banners. You counterattack with YUBIWAZA . . .

11:00 P.M. PLUS 7 SECONDS—You are untouched—while every hoodlum is on the run!

The VITAL Decision is YOURS to make! Which shall it be?  Be a "nothead" and be beaten up?  Mail coupon now and be prepared with Yubiwaza to send your attackers flying!

**I'M A 3rd-DEGREE HOLDER OF THE BLACK BELT—SYMBOL OF HIGH PROFICIENCY IN THE JAPANESE SYSTEM OF SELF-DEFENSE THAT USES NO WEAPONS BUT BARE HANDS.**

I spent many years in Japan learning these little-known SECRETS. The most amazingly effective of all Self-Defense techniques that stood out in ALL my Japanese Training is contained in my AMAZING new Yubiwaza book—all yours to have if you ACT NOW. YUBIWAZA is the name of a fantastic system of Self-Defense that makes use of an EASY-to-Learn knowledge of vital body areas and the techniques of the use of just ONE Finger or the entire hand to counteract & overcome ANY violent attack. It is commonly known that with the aid of Yubiwaza, young men—and girls, too!—with only a few hours of training, turn back 2, 3 and even 4 attackers—temporarily DISABLING ONE, putting another to flight, making a third howl with pain, while the fourth begged his opponent to stop!

**NOW YOU TOO CAN LEARN YUBIWAZA!**

The experts in Japan, who know and teach these ONE-finger techniques, have now explained that YUBIWAZA is a centuries-old system of Self-Defense which is so simple and so effective that outsiders were never instructed in its use. The system was restricted to Japanese who SWORE to apply these methods only in time of danger and attack by an aggressor. Many of the very techniques in my Yubiwaza book, once highly guarded secrets of the ancient Samurai warriors never shown to outsiders are now shown to you—FIRST TIME!

YUBIWAZA SYSTEM, DEPT. T-92, 285 Market St., NEWARK 2, NEW JERSEY

**FREE**

WITH YOUR ORDER—THESE 2 THRILLING AND USEFUL GIFTS!



**HOW TO EASILY OVERCOME AND MASTER INFERIORITY COMPLEX, BASHFULNESS, SHYNESS**

Fellows—did you know that you have un-tapped resources within your personality—assets that can help you along in life? You CAN win more girl and boy friends! If YOUR personality is being hampered by an inferiority complex, or if you are bashful or shy—then you MUST read this amazing new Guide to overcoming these handicaps. You learn how to make the "right" approach . . . what to say and how to act . . . plus how to break the ice, many valuable tips!



**"HOW TO DO STRONG-MAN STUNTS WITH EASE"**

Would you like to know how to tear a license plate in HALF . . . or break bricks bare-handed, using very little strength . . . or to split a plank by using a brick, hand and saw? How about splitting a bottle cap in half? YOU CAN DO ALL OF THIS—if you know the secret. And the secret is NOT brute strength—but technique! Your personal copy of HOW TO DO STRONG-MAN STUNTS WITH EASE will show you exactly how each trick is performed. Mail Coupon NOW!

**"I WEIGH ONLY 98 LBS. — YET I CAN PARALYZE A 200 POUND ATTACKER WITH JUST A FINGER — BECAUSE I KNOW YUBIWAZA!"**

says Yoshie Imanami—  
Pretty Japanese wife of N.J.  
Fleming—Yubiwaza Master



lets make him say "Uncle" quickly—with the help of YUBIWAZA!  
**MASTER EVERY SITUATION!**

Make no mistake! The world is crowded with anti-social enemies who think nothing of sticking a knife into the ribs . . . or attacking peace-loving citizens just for the fun of it . . . or molesting boys and girls shamelessly. There is a crying need for a system of self-defense that relies on KNOWLEDGE, not big muscles or strength . . . that depends on TECHNIQUE—not on weight or size of body . . . that is based on simple TRAINING—not on illegal possession of weapons. When you know YUBIWAZA you can disarm and disable your opponent in seconds. You can repel a mugger who grabs you from behind—no matter how big he is or how much he weighs. Instantly you know WHERE to attack, and how. You learn the body's major vulnerable regions, the defense or unguarded position in locks, and your body's personal weapons which you can apply to maximum advantage. I have just packed all I know about YUBIWAZA into my Guide, which I have profusely illustrated and clearly explained. I take you step-by-step through the fundamentals of this amazing system so that you understand clearly and immediately how these effective principles work. You learn those tricks used by marines, police and G-men . . . how to tear any belly . . . how to teach vital spots that will make any attacker helpless. No matter whether you are big or small, strong or weak, you can overpower practically any opponent with lightning speed!

**BECOME A NEW MAN!**

Knowledge of YUBIWAZA will turn you into a NEW MAN even if you never actually have to use it! For you will become SELF-ASSURED through your ability to handle yourself. You will walk with a determined air secure with the knowledge that NOTHING can frighten you . . . that you can deal with ANY man, ANY woman, ANY situation—and that you can do all this with NO bodily contact! And you will win respect and admiration from everyone.

Thousands of men of all ages have won confidence and respect by learning YUBIWAZA. YOU can do the same! You own it to your own peace of mind . . . to your friends and loved ones—to be able to defend yourself in these days when attack may come at any time and place from hoodlums, criminals and delinquents. So mail Coupon NOW for my COMPLETE Instruction on YUBIWAZA. If you and your friends don't say that YUBIWAZA has made a NEW MAN out of you, every cent will be refunded!

**TWO FREE GIFTS!**

If you order now, I'll include without extra charge 2 free gifts: my personal copy of HOW TO EASILY OVERCOME AND MASTER AN INFERIORITY COMPLEX, BASHFULNESS AND SHYNESS—plus—HOW TO DO STRONG-MAN STUNTS WITH EASE. And if you order promptly, I'll also include, without extra charge, your personal Membership Card in the American Yubiwaza Federation.

**SPECIAL INTRODUCTORY PRICE  
COMPLETE \$1.98**

**YOU PAY ONLY**

**Nothing Else To Buy  
PACKED WITH PHOTOS  
AND ILLUSTRATIONS  
BY N.J. FLEMING  
AND HIS WIFE  
YOSHIE**

MAIL MONEY SAVING NO RISK FREE TRIAL COUPON NOW!

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285 Market St., NEWARK 2, NEW JERSEY**

Rush your complete YUBIWAZA Program in plain wrap. I enclose \$1.98 as payment in full—nothing more to buy. My friends and I must be delighted with my amazing new YUBIWAZA power, or you will refund my money in full. Include my FREE gifts with YUBIWAZA—my personal copy of HOW TO EASILY OVERCOME AND MASTER AN INFERIORITY COMPLEX, BASHFULNESS AND SHYNESS, and HOW TO DO STRONG-MAN STUNTS WITH EASE.

NAME \_\_\_\_\_ AGE \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_ ZONE \_\_\_\_\_ STATE \_\_\_\_\_

THESE WIRES LEAD DIRECTLY TO MY PRIVATE OFFICE, TRANSMITTING ALL E.S.P. DATA AS SOON AS IT IS RECEIVED!

BUT, SIR, WHY DO YOU NEED THAT MACHINE? I THOUGHT YOU COULD DETECT OTHER MUTANTS BY THE POWER OF YOUR BRAIN ALONE!

TRUE, SCOTT! I PERSONALLY HAVE LITTLE NEED FOR SUCH APPARATI! BUT, WHILE I AM GONE, THE ONE WHO REPLACES ME WILL FIND IT MOST USEFUL!

THE ONE-- WHO REPLACES YOU??

EXACTLY! I HAVE DECIDED THAT YOU, THE X-MAN KNOWN AS CYCLOPS, SHALL BE GROUP LEADER UNTIL I RETURN!

ME?? BUT, SIR-- THE BEAST IS A BETTER SCHOLAR-- WHILE ANGEL IS MORE AGGRESSIVE, AND--!

BUT IT IS YOU WHO POSSESSES THE RARE QUALITY OF LEADERSHIP!

MY DECISION STANDS!

AND SO, EARLY THE NEXT MORNING...

IMAGINE! NO DUTIES FOR US "OL' GRADS" TODAY! LET'S HAVE A REAL CELEBRATION!

TOO BAD THE PROFESSOR CAN'T JOIN US-- BUT HE'S ALREADY LEFT!

IT'S A PLEASURE TO BE DIVESTED OF THE ENCUMBRANCE OF OUR X-MEN UNIFORMS!

I WISH YOU'D LEARN TO SPEAK ENGLISH, HANK!

HEY, LET'S GO FIND SCOTTY BOY!

THE LIGHT'S ON IN THE PROFESSOR'S STUDY! LET'S SEE IF--SCOTT! BEHIND THE PROF'S DESK!

I JUST REMEMBERED -- PROFESSOR XAVIER SAID HE'D CHOOSE A GROUP LEADER--

OF COURSE! IT WAS THE LOGICAL SELECTION!

CONGRATULATIONS, CYCLOPS!

THANK YOU! COME IN, PLEASE!

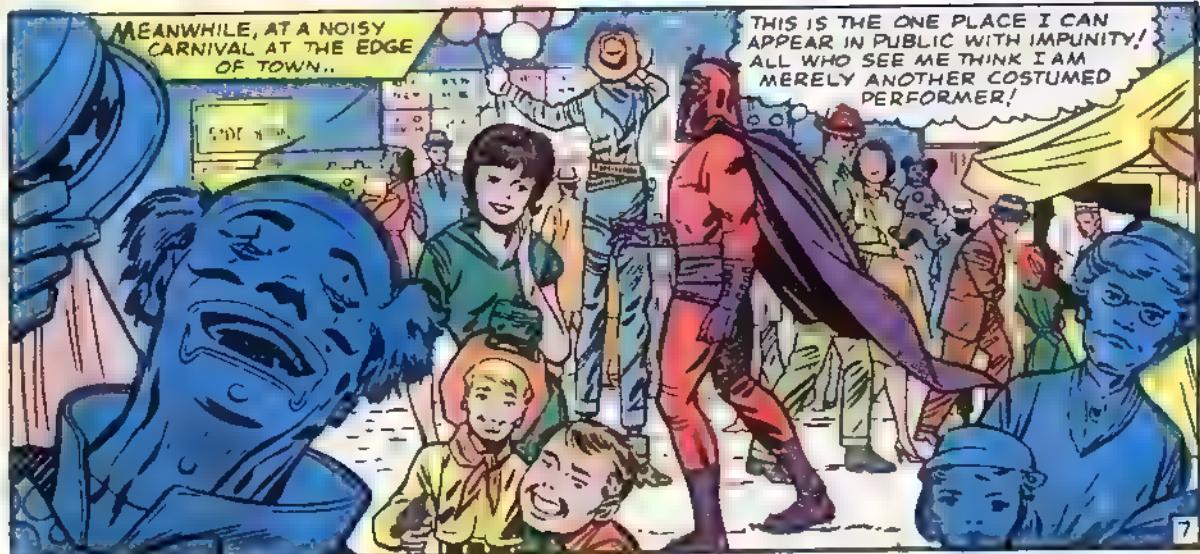
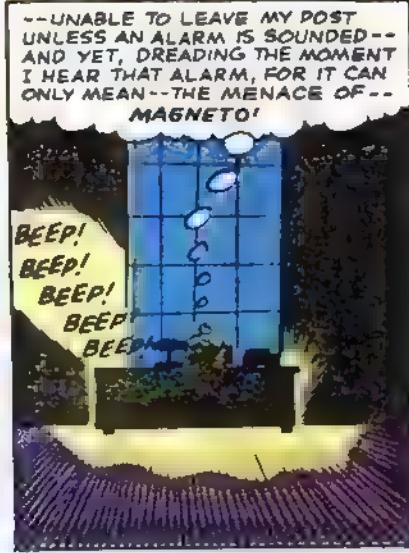
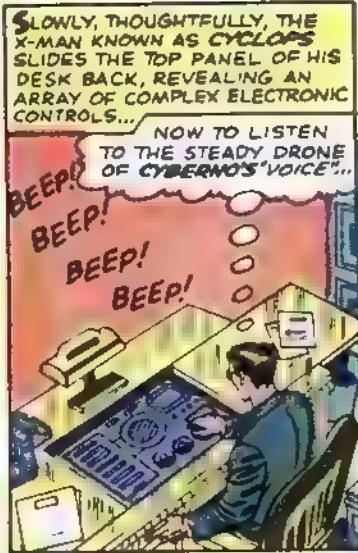
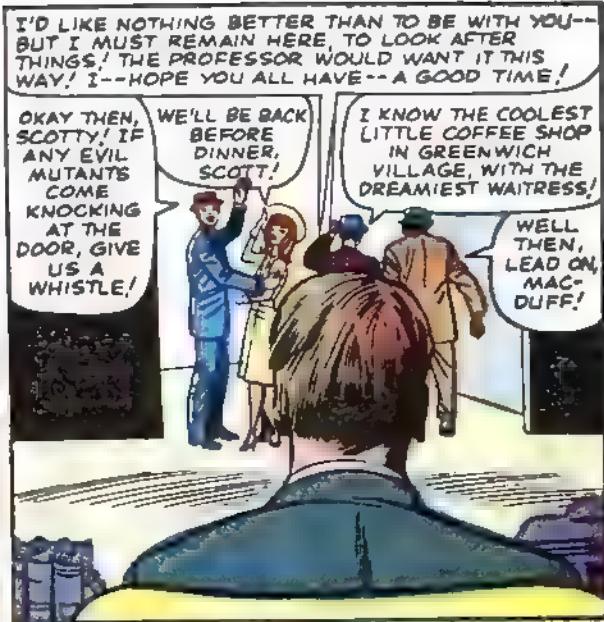
I WANT YOU TO KNOW THAT I DIDN'T ASK FOR THIS ASSIGNMENT! IN FACT, I DIDN'T DESIRE IT! I HAD BEEN THINKING OF LEAVING THE X-MEN!

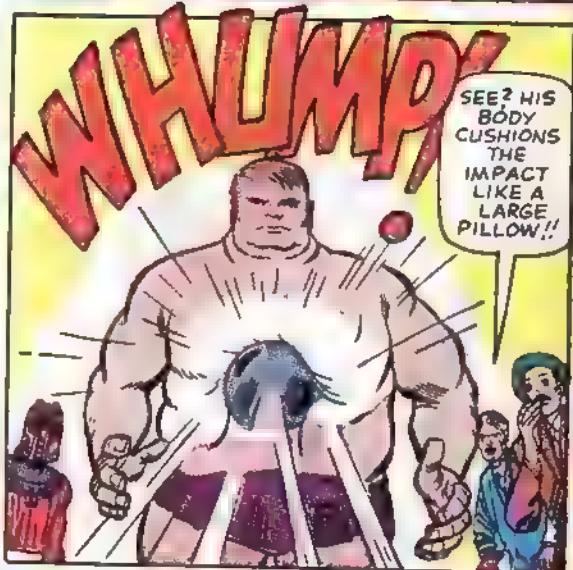
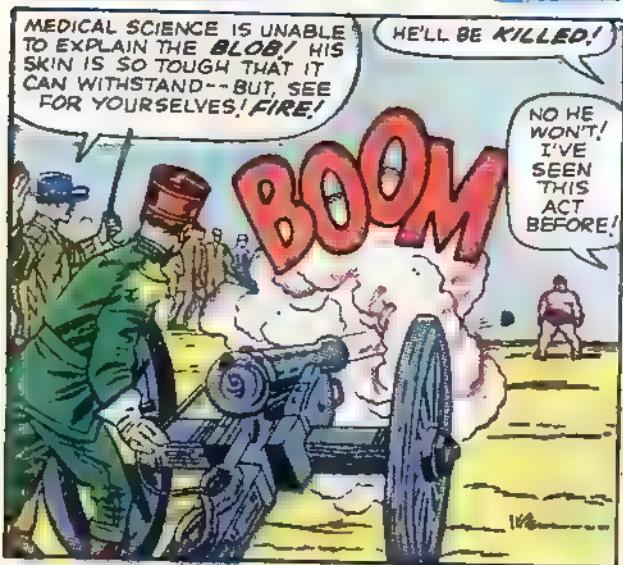
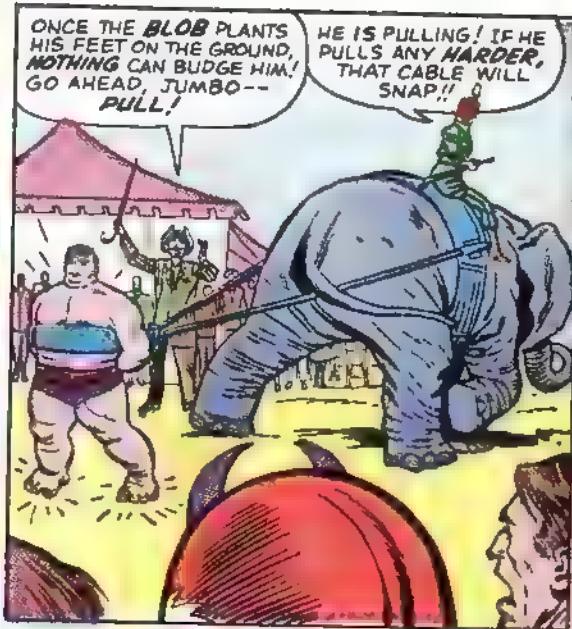
LEAVING THE X-MEN?? WHY, SCOTTY?

YOU KNOW HOW I FEAR THE POWER BEAM WHICH EMANATES FROM MY EYES--!

I SHUDDER TO THINK WHAT WOULD HAPPEN IF IT EVER ACCIDENTALLY GETS OUT OF MY CONTROL! I HAD HOPED TO VISIT VARIOUS DOCTORS-- TO SEEK A CURE!

BUT, THE PROFESSOR CONVINCED ME IT IS MY DUTY TO REMAIN -- TO USE MY POWER AGAINST ALL EVIL-- NO MATTER HOW I DREAD THE TASK!







POSSESSED OF A SPEED MANY TIMES GREATER THAN ANY NORMAL HOMO SAPIEN COULD HOPE TO ATTAIN THE MUTANT QUICKSILVER STARTLES AND CONFUSES THE STUNNED HUMANS!



AND THEN...

HEY!! LOOK  
WHAT  
HAPPENED  
TO MY  
STAKE  
DRIVER  
!!!

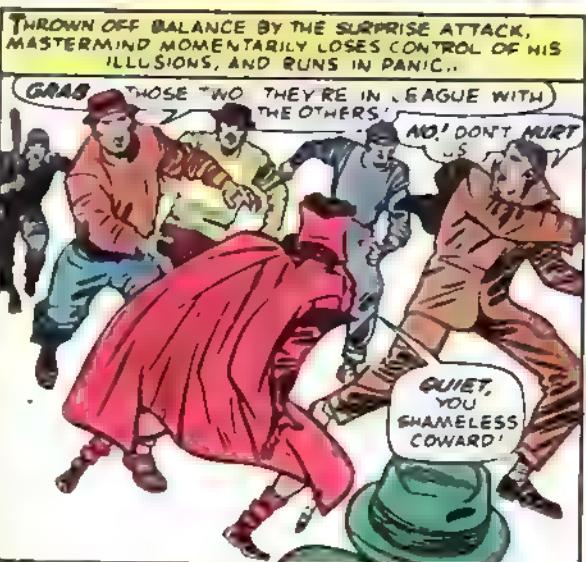


THIS AINT A DREAM,  
IT'S A LIVIN' NIGHTMARE!

OUTTA NOWHERE  
--A VOLCANO--  
ERUPT N R GHT ON  
THE CARNY  
GROUNDS!!

SO! YOU CALL MY GREAT  
POWERS MERE ILLUSIONS,  
DO YOU?? SEE HOW THEY  
THROW AN ENT'RE GROUP  
OF FIGHTING MEN INTO  
SHEER PANIC, MY LOVELY!

BUT YOU CANNOT THROW  
THOSE ACCURSED MAGES  
EVERYWHERE AT ONCE!  
EVEN NOW SOME  
ROLSTABOUTS ARE  
APPROACHING FROM  
BEHND THIS WAGON!



CONTINUED AFTER NEXT PAGE

# PLAY 1964 BIG LEAGUE BASEBALL GAMES

Easy to play, real thrilling, exciting baseball with STRAT-O-MATIC. 400 big league players perform according to their actual abilities and your managerial decisions. You, the manager, call all strategy moves for all 20 major league teams.

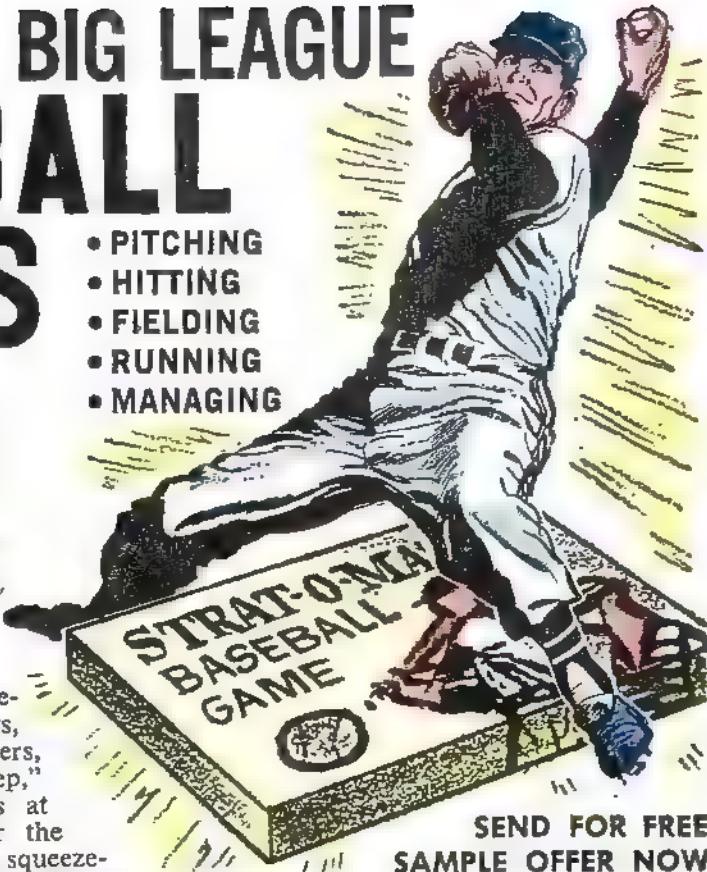
You, the manager, not only decide lineups, insert pinch-hitters, pinch-runners, and relief pitchers, play your infield "in or deep," and make defensive changes at any time, but also call for the sacrifice, steal, hit-and-run, and squeeze-play. All strategy moves are possible with STRAT-O-MATIC.

You have real control over all 400 major league players — who actually hit, pitch, field, and run according to their baseball abilities.

Each player has truly individual qualities. He slumps and goes into hot streaks, performs heroics and commits errors. With STRAT-O-MATIC all qualities of a ballplayer are realistic.

For example, in batting Dick Stuart will be among the leaders in both homeruns and strikeouts. Albie Pearson will be

- PITCHING
- HITTING
- FIELDING
- RUNNING
- MANAGING



**SEND FOR FREE  
SAMPLE OFFER NOW**

among your batting average leaders, but will hit less homeruns than the average ballplayer.

In pitching, Warren Spahn will display brilliant control, be difficult to hit, but will yield as many "gopher" balls as the average major league pitcher.

In fielding, Willie Mays will make catches which other outfielders would fail to make. Bill Mazeroski will make fewer errors and take away more would-be base hits than other second basemen. In base running, and stealing also, all players will perform realistically.

The above are just some of STRAT-O-MATIC's highlights. For the entire story, mail coupon for a colorful FREE BROCHURE containing full detailed information and FREE STRAT-O-MATIC SAMPLES. Don't delay. Write today!



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MAIL COUPON NOW FOR FREE SAMPLE OFFER**

**Strat-O-Matic Game Co., Inc., Box 541, Great Neck, N. Y.**

Send exciting FREE STRAT-O-MATIC Baseball Game offer and samples by return mail.

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MINUTES LATER, MAGNETO AND HIS MUTANTS ARE FINALLY ALONE WITH THE BLOB...

I OFFER YOU A CHANCE TO JOIN MY BAND! YOU CAN BE ONE OF US, TO SHARE OUR TRIUMPH OVER HOMO SAPIENS!

MISTER, I DON'T KNOW WHO YOU ARE, OR WHAT YOU WANT--BUT I DON'T NEED ANY OF YOU!

STOP! CONSIDER YOUR WORDS! IF YOU ARE NOT WITH US--THEN WE MUST TREAT YOU AS AN ENEMY!

I CANNOT LEAVE YOU HERE, ON THE CHANCE THAT THE X-MEN MAY ONE DAY RECRUIT YOU TO JOIN THEM!

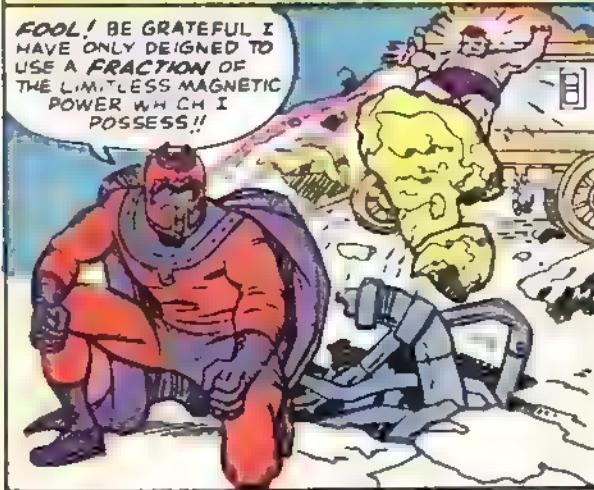
I MUST--WHAT?? YOU DARE LAY A HAND ON THE PERSON OF MAGNETO ??!!

LOOK, RUBE--I'M GONNA SHOW YOU THAT NOBODY SCARES THE BLOB! NOT EVEN A BUNCH OF BIG-TALKIN' COSTUMED CLOWNS!



SUDDENLY, AN IRRESISTIBLE MAGNETIC IMPULSE AFFECTS THE UTILITY PIPES DIRECTLY UNDERGROUND, AND THEY SNAP TO THE SURFACE WITH TITANIC FORCE!

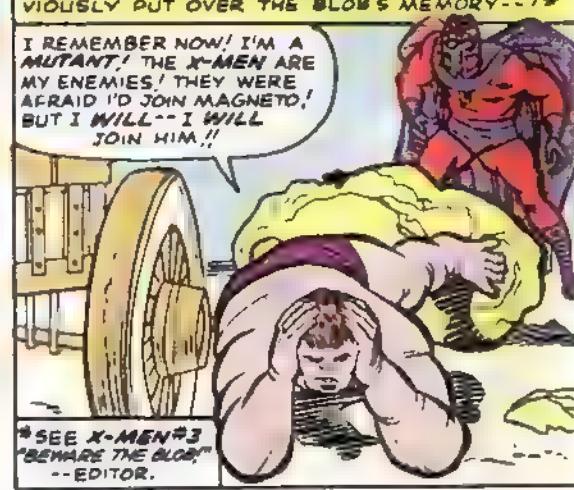
FOOL! BE GRATEFUL I HAVE ONLY DESIGNED TO USE A FRACTION OF THE LIMITLESS MAGNETIC POWER WHICH I POSSESS!!



AND THEN, A CAPRICIOUS FATE ENTERS THE PICTURE, AS THE FORCE OF IMPACT JARS LOOSE PART OF THE MENTAL BLOCK WHICH PROFESSOR X HAD PREVIOUSLY PUT OVER THE BLOB'S MEMORY--!\*

I REMEMBER NOW! I'M A MUTANT! THE X-MEN ARE MY ENEMIES! THEY WERE AFRAID I'D JOIN MAGNETO!, BUT I WILL--I WILL JOIN HIM!!

\*SEE X-MEN #3  
"BEWARE THE BLOB"  
--EDITOR.



AT THAT VERY INSTANT, AT X-MEN HEADQUARTERS, A SIREN BEGINS TO HOWL LIKE A BANSHEE AS THE NAME OF THE BLOB LIGHTS UP UNDER THE OTHERS ON A MASTER CONTROL PANEL!

KNOWN HOSTILE MUTANTS

MAGNETO

TOAD

STER-MINO

NICK SILVER

ST. WITCH

BLOB

UNKNOWN

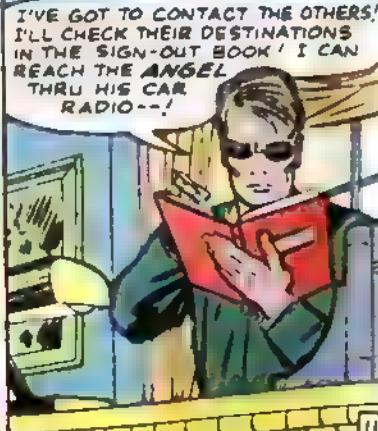
WHEEEEEEEEEEEE

THE SIREN!!  
THE BLOB'S NAME...  
BURSTING INTO  
LIGHT! IT CAN  
ONLY MEAN  
ONE THING--!

HIS  
MEMORY  
HAS  
RETURNED!  
HE'S  
JOINED  
THE EVIL  
MUTANTS!

THE PROFESSOR IS GONE! IT'S  
UP TO ME TO TAKE COMMAND!  
I DARE NOT FAIL!

I'VE GOT TO CONTACT THE OTHERS!  
I'LL CHECK THEIR DESTINATIONS  
IN THE SIGN-OUT BOOK! I CAN  
REACH THE ANGEL  
THRU HIS CAR  
RADIO--!



MEANWHILE, AT A GREENWICH VILLAGE COFFEE SHOP, THE BEAST AND ICEMAN ARE ENJOYING A TASTE OF THE BOHEMIAN SIDE OF NEW YORK...

HOW ABOUT THAT JAZZ COMBO, HANK? IT'S SO FAR OUT THAT THEY'LL BE FIRED IF ANYONE CAN UNDERSTAND THE MELODY!

DO YOU LIKE THE ZEN POETRY BERNARD IS READING, BIG BOY?

POETRY? I ASSUMED HE WAS CHECKING A HOUSEWIFE'S SHOPPING LIST ALOUD!

GO, CAT, GO!



THE TROUBLE WITH YOU, HANK, IS THAT YOU CAN'T UNDERSTAND ANYBODY WHO DOESN'T USE TEN-SYLLABLE WORDS!

PERHAPS, BOBBY! BUT AT THE MOMENT, MY MOST vexing PROBLEM IS THIS PAIR OF TIGHT BROGANS I'M WEARING! THE AGONY IS EXCRUCITATING!

TAKE 'EM OFF, NEIGHBOR! IN THIS PLACE NOBODY'LL EVEN NOTICE!

AHHH, WHAT A BLESSED RELIEF!!

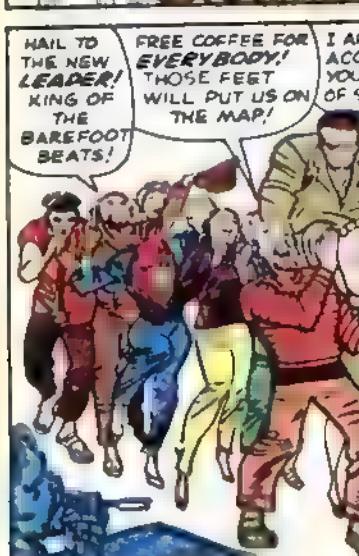
ULP! I SPOKE TOO SOON! ARE THOSE REAL, OR IS IT SOME KINDA GAG?

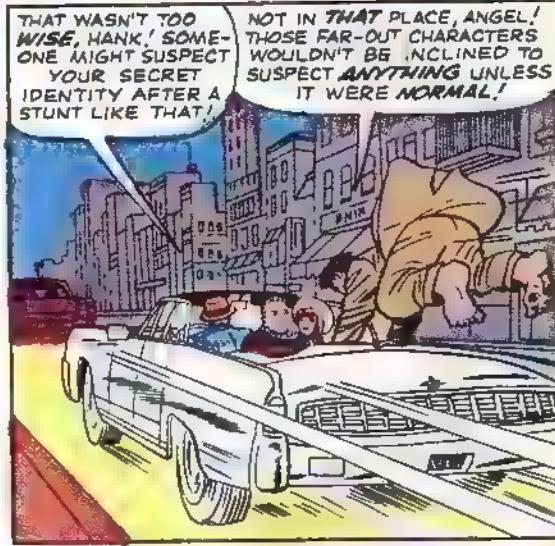
SAY! DIG THAT CRAZZZY PAPER-WE GHET!

DON'T MOVE, STRANGER! I'VE GOT TO MAKE A SKETCH OF THOSE FEET! THEY SHOULD'BE IMMORTALIZED ON CANVAS!

WAIT TILL BERNARD SEES THEM! HE'LL WRITE A NEW POEM IMMEDIATELY!

THIS COULD START A WHOLE NEW CULT--WE'LL CALL OURSELVES BAREFOOT BEATS





CONTINUED AFTER NEXT PAGE

## Come On, Fella

Grab This Chance to  
**MAKE \$1 to \$5 WEEKLY**  
and  
**Win DANDY PRIZES, Too**



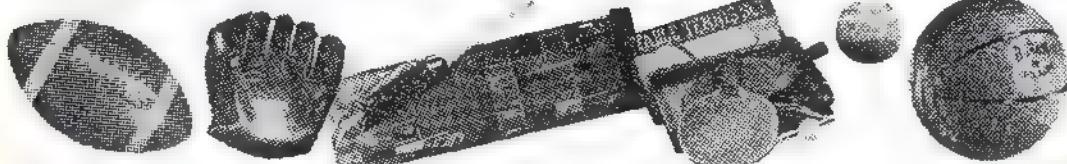
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PROFIT  
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Join the more than 30,000 Boys  
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GRIT will help you get started in a profitable business of your own—send you papers and selling helps. You do not risk a thing as you pay only for the papers you sell until you know how many to order. You sell the paper for 15c, keep 5c as your profit and send GRIT 10c for each paper you sell. You'll find GRIT easy and fun to sell.

You've Everything to Gain — Nothing to Lose  
Fill Out and Mail Coupon Today

**HURRY** If you are a boy 12 or older Send This  
Coupon in an envelope or pasted on a post card.

GRIT PUBLISHING CO., Williamsport, Pa.

MC 8-4

Send my first bundle of papers, selling helps and prize offers.

Name \_\_\_\_\_

Are You a Boy? \_\_\_\_\_ Age \_\_\_\_\_ Date Born \_\_\_\_\_ Year \_\_\_\_\_

In Case of \_\_\_\_\_

Street and No. \_\_\_\_\_ R. F. D. \_\_\_\_\_

Post Office \_\_\_\_\_ State \_\_\_\_\_

Zip Code No. \_\_\_\_\_

Print Your  
Last Name  
Plainly Here

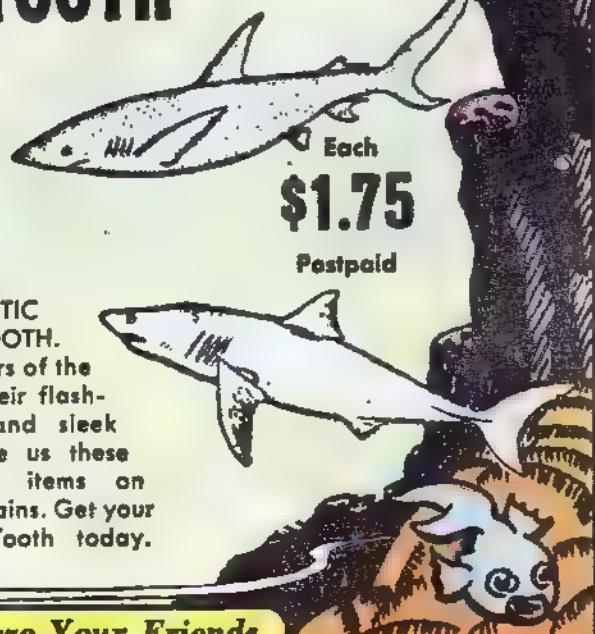
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bodies give us these  
collector's items on  
sturdy chains. Get your  
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**DEPT. MC-67**  
WORLD WIDE SPECIALTIES  
P.O. BOX 151,  
DERBY, CONN.

AND, AS THE AMAZING TEEN-AGERS REACH THEIR HEADQUARTERS...



WHAT'S RELAX, HANK! WE'RE DETAINING ALMOST READY! MY YOU TWO? I BLAMED WING STRAPS JUST GOT STUCK!  
THERE! THAT DOES IT, ANGEL! NOW STAND BACK, GUYS-- I'M GONNA FREEZE UP FAST!

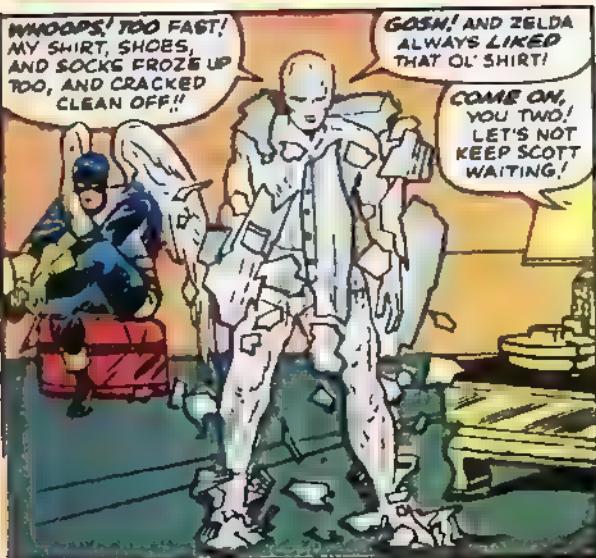


GOSH! AND ZELDA ALWAYS LIKED THAT OL' SHIRT!

COME ON, YOU TWO! LET'S NOT KEEP SCOTT WAITING!

HENRY P. MCCOY: YOU'VE GOT YOUR NERVE RUNNING AHEAD OF ME LIKE THAT! DIDN'T YOU EVER HEAR OF LADIES FIRST??

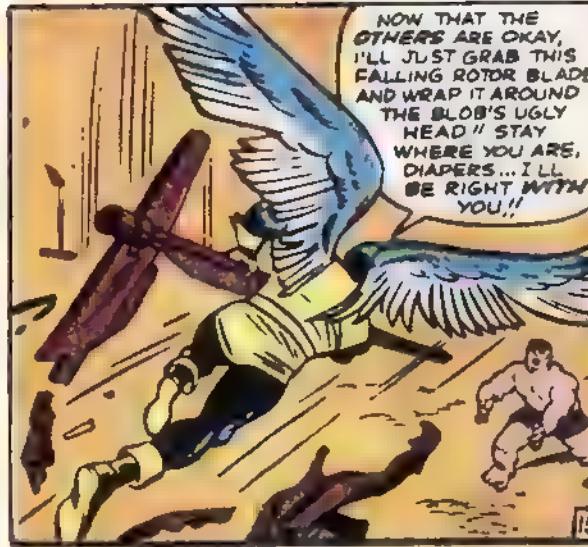
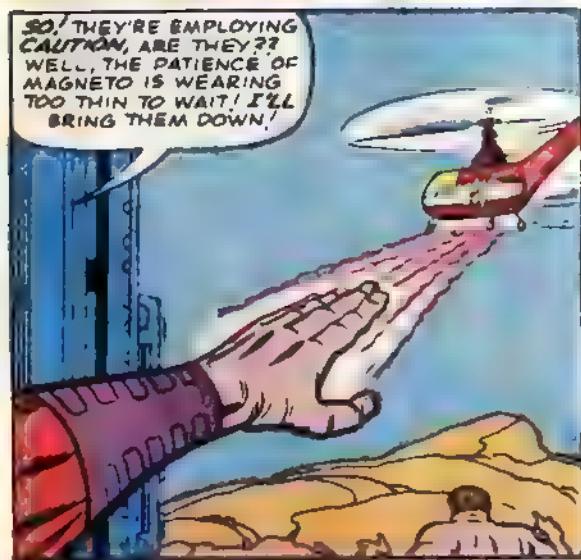
BUT OF COURSE, JEAN, MY SWEET! IN THE SAME PLACE THAT I HEARD "TIME AND TIDE WAIT FOR NO MAN!"

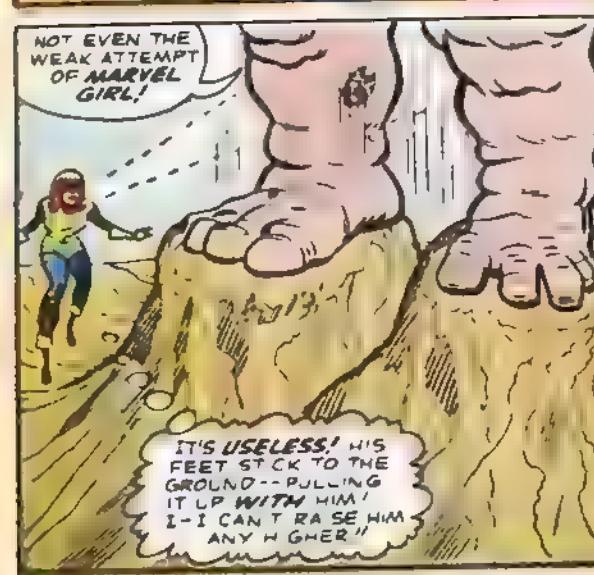
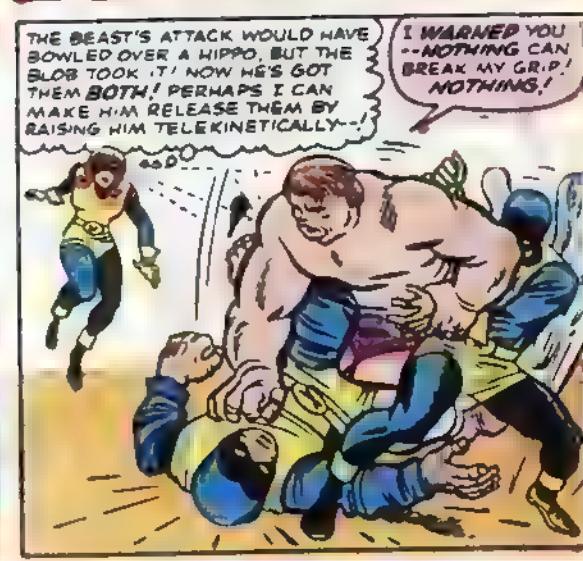
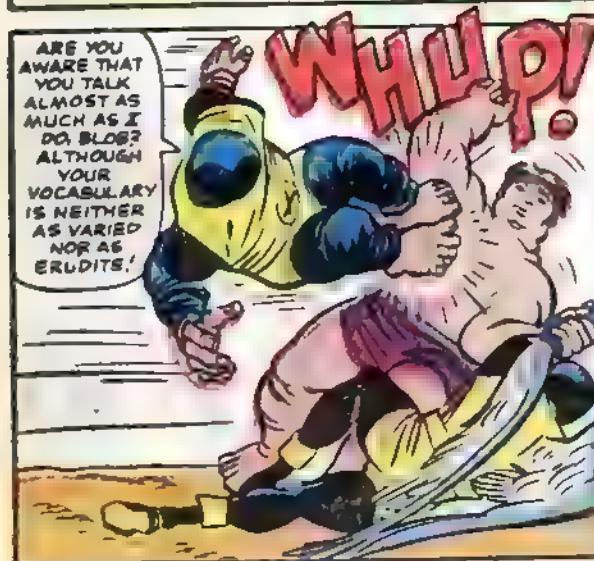
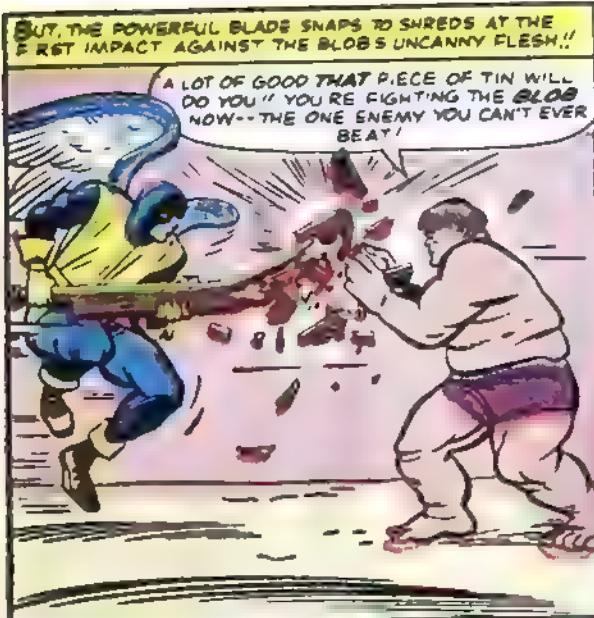


X-MEN!! I INTEND TO PUT THE ENTIRE CITY UNDER MY CONTROL! I CHALLENGE YOU TO STOP ME! YOU CAN FIND ME WAITING AT THE FOLLOWING ADDRESS--

MOVE IT, ALL OF YOU!! MAGNETO'S CONTACTING US! THIS IS IT!!







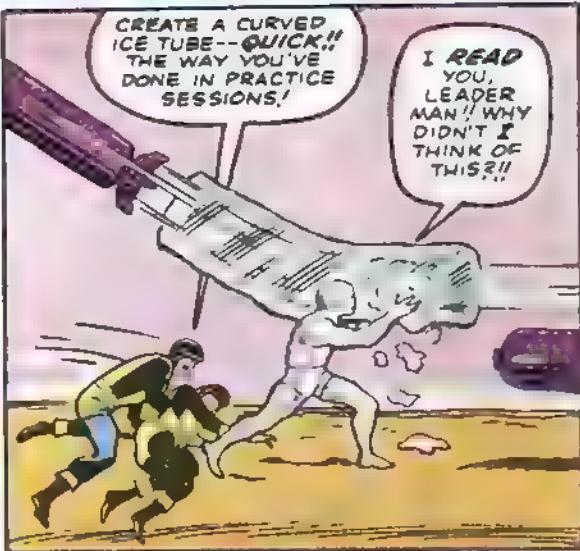
BUT, THE EVIL MAGNETO CHOOSES THAT VERY INSTANT TO LAUNCH HIS PREVIOUSLY-PREPARED ATTACK!!!

EVERYTHING IS **PERFECT!** THEY'VE BEEN DECOYED INTO THE RIGHT POSITION! NOW I'LL MAGNETICALLY RELEASE MY WAITING TORPEDOS!!



CYCLOPS!! THEY'VE LAUNCHED TORPEDOS AT US!! QUICK-- YOU'VE GOT TO DESTROY THEM WITH YOUR POWER BEAM!!

I CAN'T BOBBY! IF MY BEAM HITS THEM, THEY'LL DETONATE-- FINISHING US ALL! THERE'S ONLY ONE THING TO DO--



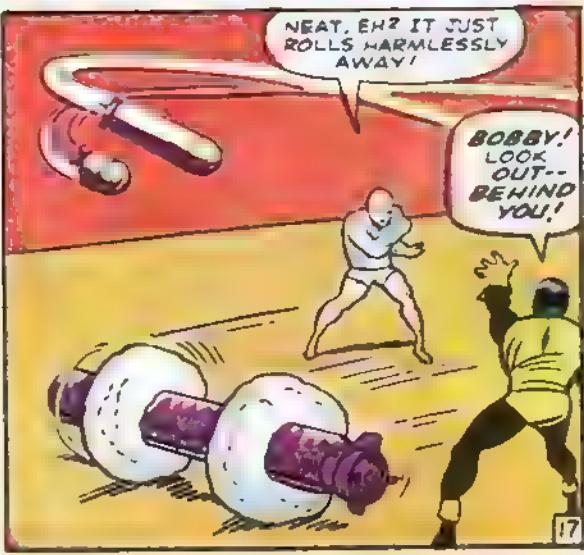
WHOOPS! THERE'S ONE THAT GOT AWAY!!

BUT I'LL JUST PUT SOME ICE WHEELS AROUND IT, --KE THIS!! NOW WATCH--!



NEAT, EH? IT JUST ROLLS HARMLESSLY AWAY!

BOBBY!  
LOOK  
OUT--  
BEHIND  
YOU!



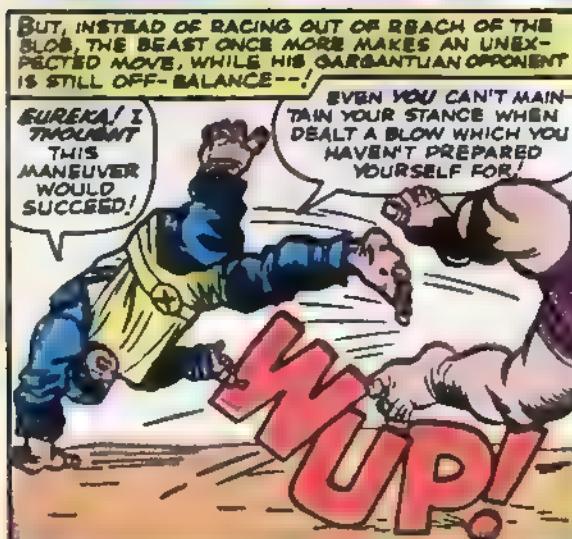
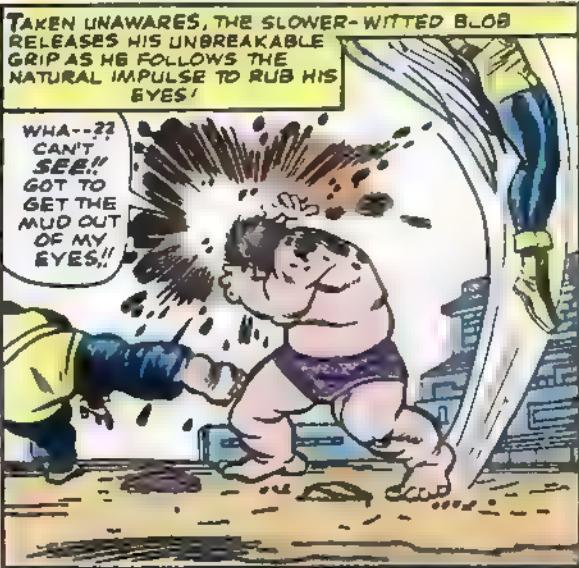
MOVING WITH THE SPEED OF THOUGHT, THE DYNAMIC CYCLOPS BLASTS A HOLE UNDER ICE-MAN'S FEET, DEEP ENOUGH FOR BOBBY TO DROP BELOW THE PATH OF THE DEADLY MISSILES!!

OWW WAH!!!

DUCK, KID---  
DUCK!

THEY'RE TOO FAST-- TOO CLEVER FOR MY TORPEDOS! BUT, IF I CAN GET THEM WITHIN REACH OF YOU, BLOB--!

I TOLD YOU I COULD HANDLE THEM / JUST GET THEM OVER TO ME-- LET ME GET MY HANDS ON ALL OF THEM!!



CONTINUED AFTER NEXT PAGE

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seconds a day spent with your  
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will give you far more beneficial results than even hours of strenuous exercise. The principle of Isometric-muscular force for only a few seconds against an immovable object—has been scientifically proven to develop a muscle to the maximum it can grow in a single day. Use the Isometric Exerciser before you leave in the morning for office or school. You don't have to disrobe, don't even have to remove your jacket. If you're just too tired to do ANYTHING, your one minute a day with the Exerciser will definitely "park" you up, make you feel invigorated and relaxed. If you participate in sports you'll find that your game will improve. Even if the extent of your sports is studying, you'll find you'll enjoy it more when you feel physically fit.



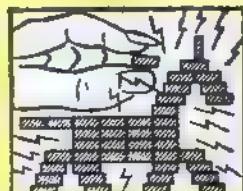
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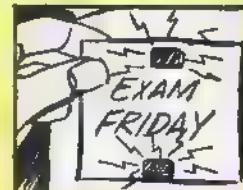
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Littleton, New Hampshire



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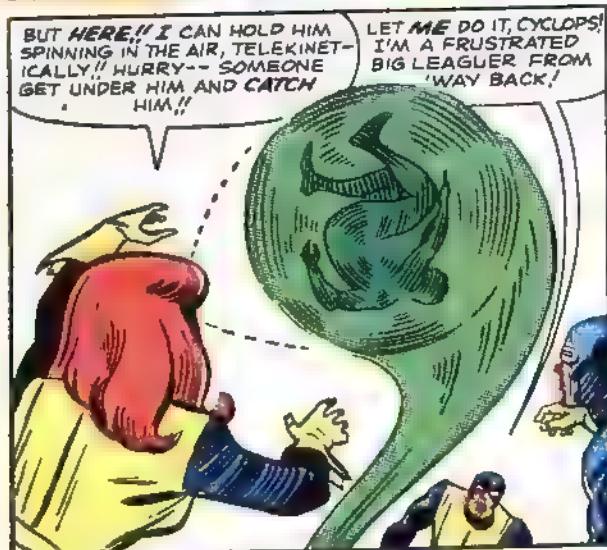
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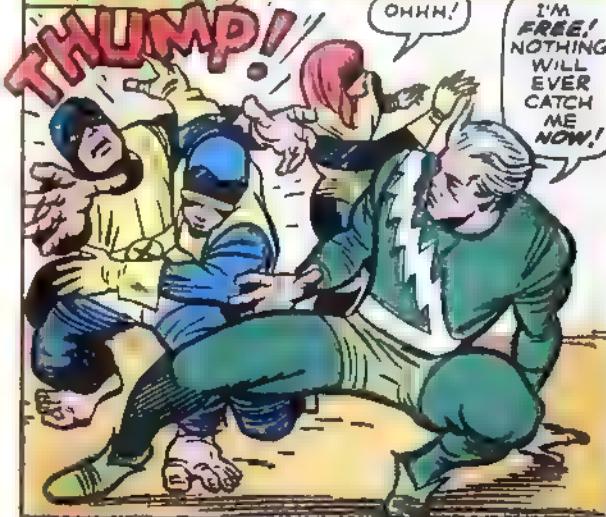
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BUT MAGNETO'S COMMAND COMES TOO LATE! HIT WITH THE SCARLET WITCH'S HEX POWER, THE BEAST AND CYCLOPS CANNOT STOP THEMSELVES FROM COLLIDING INTO EACH OTHER.



THEN, THE DARING ICEMAN, TRYING HIS OWN STRATEGY FOR RESTRAINING THE POWERFUL BLOB, SEES THE LIGHTNING-SWIFT QUICKSILVER APPROACHING--



BUT, SO UNIMAGINABLY SWIFT IS QUICKSILVER, THAT EVEN THE COMBINED EFFORTS OF ALL THE X-MEN ARE NOT ENOUGH TO CAPTURE THE SPEEDING MUTANT!



FALL IN BEHIND ME NOW! THE BATTLE LINE IS DRAWN--WE'RE ALL TOGETHER IN A BODY--JUST AS MAGNETO'S MUTANTS ARE--THIS IS IT--THE FINAL ATTACK!

JUST SAY THE WORD, CYCLOPS! WE'LL MAKE THEM THINK WATERLOO WAS A SOCIAL TEA PARTY!

HEY! STOP FLAPPIN' THOSE WINGS OF YOURS, ANGEL! YOU'RE TICKLIN' MY EARS!



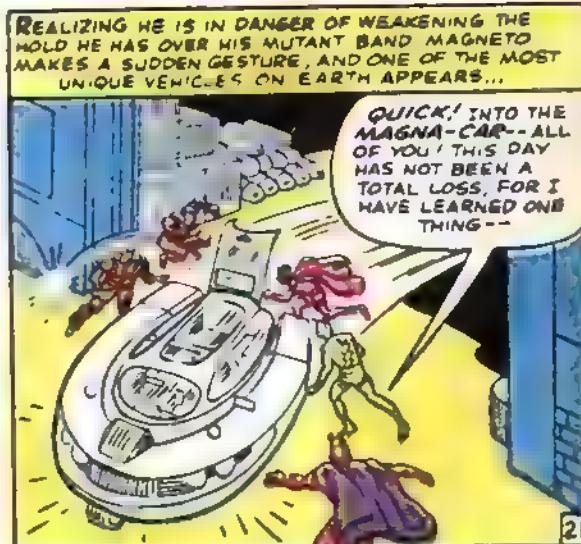
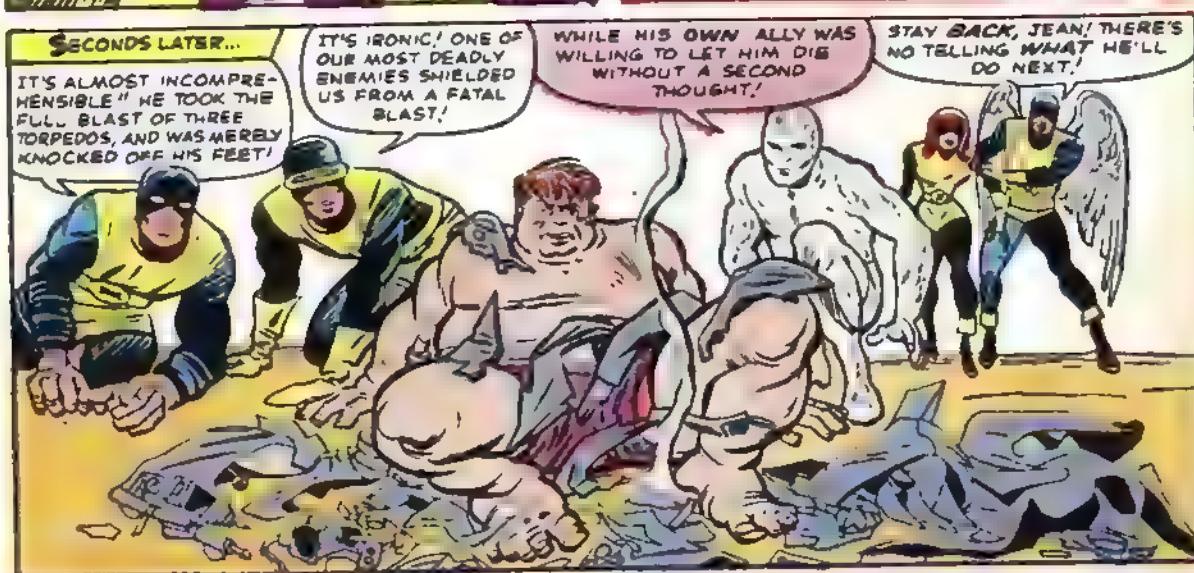
BUT, BEFORE ANOTHER MOVE CAN BE MADE, THE GARGANTULIAN BLOB EXPANDS HIS ENORMOUS BULK UNTIL THE BLOCK OF ICE WHICH CONFINED HIM SHATTERS WITH A DEAFENING ROAR!



YOU HAVE USED EVERY POWER YOU POSSESS AGAINST ME, AND FAILED! NOW, IT'S MY TURN--BUT WITH THIS ONE DIFFERENCE--THE BLOB SHALL NOT FAIL!

WAIT! DON'T MAKE ME BLAST YOU WITH MY POWER BEAM! STOP! WE'VE NO REASON TO FIGHT! WHY SHOULD YOU SERVE MAGNETO? HE'S ONLY USING YOU--





**PROFESSOR X WAS NOT WITH THEM TODAY--NOT EVEN MENTALLY, ELSE I WOULD HAVE SENSED HIS BRAIN WAVES! THAT MEANS THE X-MEN FIGHT ALONE NOW! THEREFORE, I SHALL PLAN MY STRATEGY DIFFERENTLY FOR OUR NEXT BATTLE!**

**CYCLOPS! THEY'RE GETTING AWAY!**

**NOT THIS TIME! I'LL BLAST THEM TO THE GROUND!**

**WAIT! THE SCARLET WITCH-- SHE'S ABOARD ALSO!**

**YOU'RE RIGHT! AND HER BROTHER, QUICKSILVER! SOMEHOW, I CAN'T BRING MYSELF TO BELIEVE THAT THEY ARE AS EVIL AS THE OTHERS!**

**PALS?? THE BLOB HAS NO PALS!! I REALIZE THAT NOW!**

**WHY DON'T YOU JOIN US?? WE'VE NO NEED TO BE ENEMIES!**

**YOU COULD RECEIVE X-MAN TRAINING! AND PERHAPS, IN TIME, IF YOU QUALIFY--**

**NO! I'M THRU WITH MUTANTS--THRU WITH FIGHTING OTHER PEOPLE'S FIGHTS! I'LL NEVER TRUST ANYONE AGAIN!**

**I SEEM TO REMEMBER SOMETHING THE PROFESSOR ONCE SAID--LONG AGO--**

**THERE ARE GOOD MUTANTS, AND BAD MUTANTS! AND THERE ARE ALSO SOME WHO HATE BEING MUTANTS--SOME WHO TURN AWAY FROM THE GREAT RESPONSIBILITY THEIR POWER IMPOSES UPON THEM!**

**I'VE NO HATE LEFT IN ME! I'M JUST WEARY! I'M GOING BACK--TO THE ONLY PLACE WHERE I BELONG--TO THE CARNY! I'VE LIVED A SIDESHOW FREAK--AND THAT'S HOW I'LL DIE!**

**I SURE HOPE HE NEVER CHANGES HIS MIND! I WOULDN'T WANNA HAVE TO FIGHT HIM AGAIN!**

**SCRATCH ONE WHIRLY-BIRD, X-MEN! THIS WRECKAGE IS BEYOND REPAIR!**

**WELL, I GUESS WE'LL HAVE TO PHONE FOR A TAXI! UH OH--I HAVEN'T ANY CHANGE IN MY POCKETS--IN FACT--NO POCKETS!**

**KNOW SOMETHIN'? WE'RE GONNA FEEL LIKE NUTS WALKING HOME THRU THE STREETS LIKE THIS!**

**HAVE NO FEAR--ANGEL'S HERE! I'LL FLY AHEAD AND HAIL A TAXI FOR US!**

**WHILE YOU'RE AT IT, BORROW THE FARE! YOUR "GROUP LEADER'S BROKE!"**

**--THE END**

**AND SO ANOTHER X-MAN ADVENTURE BECOMES HISTORY! BUT, WILL WE SEE MORE OF MAGNETO'S EVIL MUTANTS? WILL WE SEE NEW DANGER AND SURPRISES? WILL WE?? ARE YOU KIDDIN'?? NOW, TO ALL YOU HAPPY HOMO SAPIENS--SO LONG... TILL NEXT ISH!**

**NOTE: OUR LETTERS SECTION APPEARS ON THE NEXT PAGE...**

# Let's visit the **X-MEN**

Please address  
your letters to:  
**THE X-MEN**  
Third Floor  
655 Madison Ave.  
New York 21, N.Y.

Dear Stan and Jack,

I have never before written a fan letter to any magazine, comic or otherwise, but I felt impelled to do so now in the interest of one of your best characters. Please do not write out Professor Xavier from your X-Men! He is by far the best character in the series. His performances against the Vanisher and the Blob were outstanding, and I should think would have convinced anyone that he definitely belongs among the X-Men permanently. My husband is no comic magazine reader but he has become a regular reader of the X-Men. He instructs me to warn you that if Professor Xavier is no longer featured, he will never buy the book again. I have been reading comic magazines perhaps as long as they have been in existence as we know them, and yours are really unusual. Their unique appeal, of course, is mainly the marvelous characterizations. The actions and reactions of your heroes are apt, amusing, and convincing. If the opinion of a comparatively elderly reader (I am 33 years old and have never felt apologetic about my interest in comic magazines) is of any value, your Marvel Group of comics is the best literature in its field. With thanks for many entertaining hours—

Mrs. Laura Frankland, White Head  
Grand Manan, New Brunswick, Canada

**YIPE!** No sooner do we send poor Professor X on his merry way than we receive the above letter! Well, take heart, Mr. and Mrs. Frankland—we haven't seen the last of ol' high-forehead! He'll keep popping up again, as most of our characters seem to do, when you least expect him!

Dear Stan and Jack,

Give each X-Man a separate costume. Often the mutants who the X-Men are fighting are more colorful than the X-Men themselves! Another fan told me this and I think he's right. Separate costumes would make the X-Men much more exciting than they already are. Well, keep up the good work. I think that you've really got something here with the X-Men. It's the best mag that you've got at Marvel and the only thing that may be able to beat it is your new mag Daredevil.

Jim Rossow, 908 Beale St.  
South Bend, Ind.

*It's okay with us, Jimmy—as long as we keep it in the family! (The Marvel family, natch!) As for separate costumes, how do you feel about it out there in Marvel land?*

Dear Stan and Jack,

"The Angel is Trapped" was a great story and I was glad to see Cyclops getting in the act more than usual. He's the best of the X-Men mainly because he's more sensible than the others and doesn't seem like a teenager. I don't care too much for most of your teenage heroes, mainly the Torch.

Jerry Phillips, 16714-F So. Yukon Ave.  
Torrance, Cal.

*Is it because you don't like teen-agers, Jerry? Or because you don't like the way WE portray teen-agers? Anyway, Cyclops thanks you, and the Torch says "Gowen back to Yancy Street!"*

Dear Stan and Jack,

Here in Bangkok, Thailand, we get X-Men, Avengers, FF, Spider-Man and other members of the Marvel cast. I can hardly wait to see what happens in the X-Men stories. Keep up the good work, for we here in Thailand appreciate your fine stories!

Frederic Fuhan, U.S. Embassy,  
165 Rajadamri Rd., Bangkok, Thailand

*Much obliged, Fred! And, as for your impatience to see what happens in our yarns, we've heard from other readers that even after you READ them it's usually tough to figure out what in blazes was going on!*

Dear Stan and Jack,

The X-Men are great, wonderful and stupendous. They are different from any other comic group. Every time I finish one I feel as though my brain has been drained of all its power! I just sit there in a trance for a while. #5 was the best yet what with Professor X and the final exam. I feel the X-Men will rise to new heights in the Marvel Age of Comics. Everyone is talking about Beatlemania—it should be Marvelmania!!

Larry Walters, 3589 N.W. 53rd  
Oklahoma City, Okla.

*Heck—we always thought it WAS!*

Dear Stan and Jack,

The X-Men is my favorite. The cover of the May issue was very striking. The thing that appeals to me most about the X-Men is when they're in costume, training in the Danger Room. I really like that bit. The Brotherhood of Evil Mutants (with the exception of Mastermind) consists of pretty corny characters (and even cornier dialogue) but the way they operate is alright. Anyway, I wish they'd finally get captured once, even if they escape later. By the way, if the Scarlet Witch is scarlet, how come she's always green on the cover? Taking away Iceman's boots, as far as I'm concerned, was a mistake. He looks ridiculous without them. And Hank (Beast) McCoy looks just as ridiculous with those glasses and his hair the way it is. The rest of the X-Men are okay. I'm dying to see Scott (Cyclops) Summers show some affection for Marvel Girl. It kills me the way you guys put off these romances, so how about it? Have Scott take her on a date or something. I sincerely hope that X-Men will continue to be published for a long time. They're probably your most original group.

Rocky Midyett, 1327 West Devers St.  
West Covina, Cal.

*Sometimes we change a costume's color on the cover just to balance the design a bit, Rocky! As for the X-Men dating, have a heart, pal! Give 'em some PRIVACY!*

## SPECIAL ANNOUNCEMENTS SECTION:

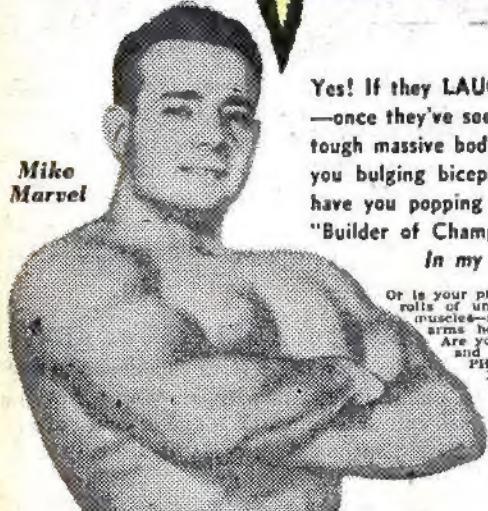
—Before we go any further, we want to know one thing—Have you read our big new Annuals yet? If not, don't waste another minute—they won't remain on sale much longer! As if you didn't know, they are: FANTASTIC FOUR #2—SPIDER-MAN #1—and MARVEL TALES #1—(We won't discuss our MILLIE THE MODEL ANNUAL in this section—sorry!)

—Okay, now down to business! All those in favor of Scotty being Professor X's deputy leader of the X-Men say "Aye." All those opposed write and tell us about it! However, we'll take a guess right now—most of you will say "Aye"! We'll print the result later on.

—Next question—are you getting fed up with seeing so much of Magneto's merry mutants—or do you want lots more? There's a lot of strong feeling on both sides so we're anxious to take a count!

—NEXT issue of X-MEN (which we haven't finished yet at the time of this writing) will contain a few surprises—and we'll try to drag in an unexpected guest star or two! So be sure to be with us—you KNOW how lonely we get!

# BOYS! MEN!



Mike  
Marvel

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Whether you're thin and scrawny, or saggy with unsightly fat—my secret DYNAFLEX method will cram pep, vigor and red-blooded vitality into your puny, exhausted body. Once DYNAFLEX gets you started, you'll be bursting with energy, rippling with power, glowing with magnetic appeal—you'll be bursting with get-up-and-go. Man, you'll be really ALIVE—tingling with zest and rip-roaring energy—for the first time in years!

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"DYNAFLEX is the best yet! Only three weeks, and I have more dates than I can handle! Am telling all my pals about DYNAFLEX." — F. S., Chicago, Ill.

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Put-on YOURSELF a favor! Take a good long look in a mirror. Do you see a puny, soft-bodied scrawny—meat-junk shoulders—a flabby stomach and skinny legs? Do the laugh and cringe when you take off your shirt?  
BELIEVE IT OR NOT—I can add solid pounds of rippling, steely he-man MEAT to your build. I can take those skeleton arms and FAKE IT EVERY WHICH WAY—with explosive virile MAN-MUSCLE. I can take that caved-in chest and build on six rugged inches of strong sleek MAN-SIZED BRAWN. I can clothe your skinny frame with GIANT RIPPLING DYNAFLEX MUSCLES that will have them gazing with awe and admiration! And with NO tiring exertions! NO high-priced bar-bells or gym equipment!

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Yes! If they LAUGH at you now when you take off your shirt—they'll be amazed—once they've seen the rugged DYNAFLEX BODY I can give you! I'll build you a tough massive body—shoulders clad with solid inches of he-man BRAWN. I'll give you bulging biceps, trip-hammer fists, power-packed legs, and a chest that will have you popping the buttons off your shirt with pride! (—says MIKE MARVEL, "Builder of Champion Bodies")

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Or is your problem a body sagging with soft rolls of unhealthy, handsome FAT? Funny muscles sagging from stomach—blown-out arms, hips, with layers of BLUBBER? Are you ASHAMED to go to the beach and let them see your "FAT-MAN PHYSIQUE"?

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DYNAFLEX is the modern miracle of body-building. It takes no strenuous exercises, "crash" diets, protein foods, and no weights or bar-bells. DYNAFLEX is the amazing discovery of a West German Doctor whose research into the Science of Strength found a new way to build GIANT HE-MAN MUSCLES in just minutes! With DYNAFLEX you "fix" each muscle once—in a certain way—that is more effective than if you exercised that muscle 20, 30, even 100 times the old-fashioned way. With DYNAFLEX you get bigger results in ten minutes than after hours of grunting and groaning, hefting heavy weights. DYNAFLEX coaxes each muscle in your body to bring out its round, steely fullness and satiny symmetry. DYNAFLEX packs that amazing vibration of vibrant strength and energy—FAST! In ten minutes I can cover your body frame with healthy rippling muscle—give you a deep, powerful chest—solid shoulders and iron wrists—tough, slim midsection and trimmed—spring legs—simply thrilling!—each muscle once a day! There's nothing wrong with the bar-bell and weight-lifting method . . . but why bother? Why waste time and money, why sweat and strain yourself to a streamlined symmetrical SUPER-STRONG BODY—when you can do it better—bigger—faster—easier with the DYNAFLEX SECRET?

Mike Marvel System, Dept. M398, 285 Market Street, Newark, N. J.

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Newark, New Jersey.

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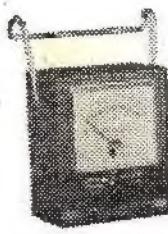
## 15 KITS OF TOOLS AND TESTING INSTRUMENTS



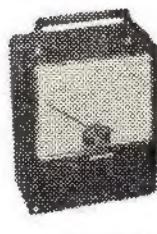
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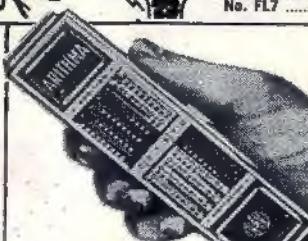
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